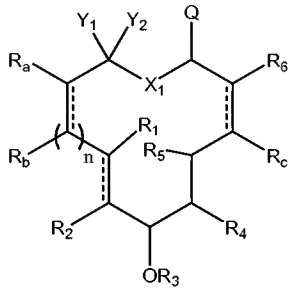
AMENDMENTS TO THE CLAIMS

The following **Listing of Claims** will replace all prior versions, and listings of claims in the application.

1. **(CURRENTLY AMENDED)** A pharmaceutical composition comprising:

a pharmaceutically acceptable carrier, adjuvant or vehicle; and

a therapeutically effective amount of a compound having the structure:

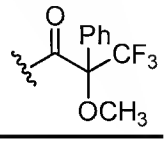


(I)

or pharmaceutically acceptable salt thereof;

wherein R_1 and R_2 are each independently hydrogen~~, halogen, -CN, -S(O)$_{1-2}$R^{1A}, -NO$_2$, -COR^{1A}, -CO$_2$R^{1A}, -NR^{1A}C(=O)R^{1B}, -NR^{1A}C(=O)OR^{1B}, -CONR^{1A}R^{1B}~~, or lower alkyl; ~~an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or -WR^{1A}; wherein W is independently -O-, -S- or -NR^{1C}-, wherein each occurrence of R^{1A}, R^{1B} and R^{1C} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or R$_1$ and R$_2$, taken together with the carbon atoms to which they are attached, form an alicyclic, heteroalicyclic, aryl or heteroaryl moiety;~~

R_3 is hydrogen~~, an aliphatic~~ or lower alkyl;~~, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or a prodrug moiety or an oxygen protecting group;~~

R_4 is hydrogen, halogen, -OR^{4A}, oxo, -OC(=O)R^{4A},  or -NR^{4A}R^{4B}; wherein R^{4A} and R^{4B} are independently hydrogen~~, an aliphatic~~ lower alkyl or lower alkoxy; ~~heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; a prodrug moiety,~~ a nitrogen protecting group or an oxygen protecting group;~~ or R^{4A} and R^{4B}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety;~~

R_5 is hydrogen~~, an aliphatic,~~ or lower alkyl; ~~heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety;~~

R_6 is hydrogen~~, halogen, -CN, $-S(O)_{1-2}R^{6A}$, $-NO_2$, $-COR^{6A}$, $-CO_2R^{6A}$, $-NR^{6A}C(=O)R^{6B}$, $-NR^{6A}C(=O)OR^{6B}$, $-CONR^{6A}R^{6B}$, an aliphatic,~~ or lower alkyl; ~~heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or $-WR^{6A}$; wherein W is independently -O-, -S- or $-NR^{6C}$-, wherein each occurrence of R^{6A}, R^{6B} and R^{6C} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or R_6 and R_e, taken together with the carbon atoms to which they are attached, form an alicyclic, heteroalicyclic, aryl or heteroaryl moiety;~~

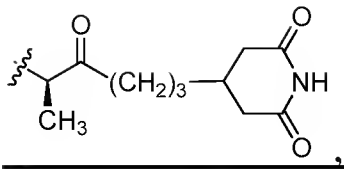
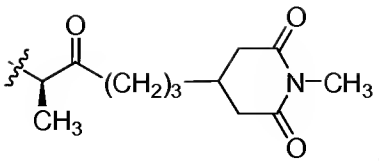
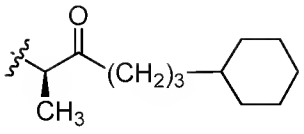
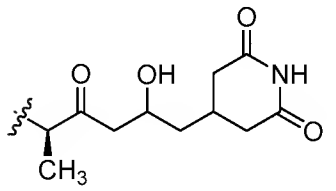
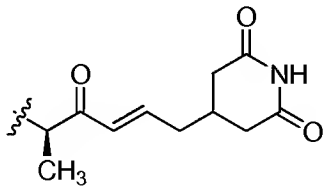
R_a and each occurrence of R_b and Rc are independently hydrogen~~, halogen, $-CN$, $-S(O)_{1-2}R^{a1}$, $-NO_2$, $-COR^{a1}$, $-CO_2R^{a1}$, $-NR^{a1}C(=O)R^{a2}$, $-NR^{a1}C(=O)OR^{a2}$, $-CONR^{a1}R^{a2}$, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or $-WR^{a1}$; wherein W is independently -O-, -S- or $-NR^{a3}$-, wherein each occurrence of R^{a1}, R^{a2} and R^{a3} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or R_a and the adjacent occurrence of R_b, taken together with the carbon atoms to which they are attached, form an alicyclic, heteroalicyclic, aryl or heteroaryl moiety~~;

~~R_e is hydrogen, halogen, $-CN$, $-S(O)_{1-2}R^{e1}$, $-NO_2$, $-COR^{e1}$, $-CO_2R^{e1}$, $-NR^{e1}C(=O)R^{e2}$, $-NR^{e1}C(=O)OR^{e2}$, $-CONR^{e1}R^{e2}$; an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or $-WR^{e1}$; wherein W is independently -O-, -S- or $-NR^{e3}$-, wherein each occurrence of R^{e1}, R^{e2} and R^{e3} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or R_e and R_6, taken together with the carbon atoms to which they are attached, form an alicyclic, heteroalicyclic, aryl or heteroaryl moiety;~~

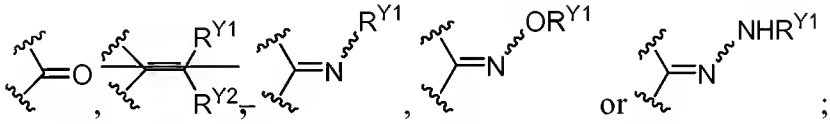
n is 3 ~~an integer from 1 to 5~~;

X_1 is O, ~~S,~~ NR^{X1} or $CR^{X1}R^{X2}$; wherein R^{X1} and R^{X2} are independently hydrogen~~, halogen, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or a nitrogen protecting group~~;

Q is hydrogen, lower alkyl,

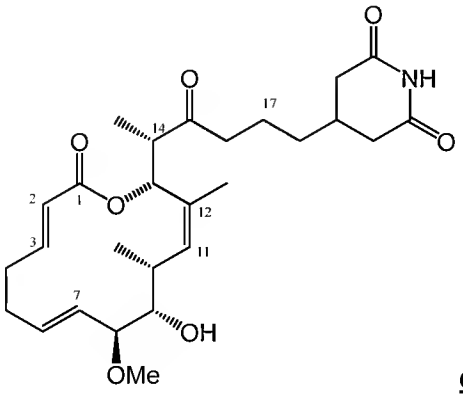
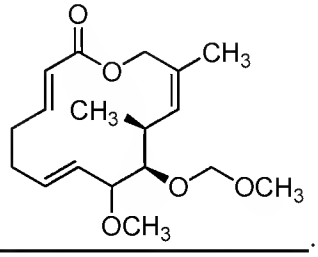






or –CH(CH$_3$)C(O)CH$_3$; ~~halogen, –CN, –S(O)$_{1-2}$R^{Q1}, –NO$_2$, –COR^{Q1}, –CO$_2$R^{Q1}, –NR^{Q1}C(=O)R^{Q2}, –NR^{Q1}C(=O)OR^{Q2}, –CONR^{Q1}R^{Q2}, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or –WR^{Q1}; wherein W is independently –O–, –S– or –NR^{Q3}–, wherein each occurrence of R^{Q1}, R^{Q2} and R^{Q3} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety;~~ and

Y$_1$ and **Y$_2$** are independently hydrogen, lower alkyl, or CF$_3$; ~~an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety;~~ or –WR^{Y1}; wherein W is independently –O–, ~~–S–~~ or –NR^{Y2}–, wherein each occurrence of R^{Y1} and R^{Y2} is independently hydrogen, or lower alkyl; or an aliphatic, heteroaliphatic, ~~alicyclic, heteroalicyclic, aryl or heteroaryl moiety;~~ or Y$_1$ and Y$_2$ together with the carbon atom to which they are attached form a moiety having the structure:  ;

whereby the composition is formulated for administration to a subject at a dosage between about 0.1 mg/kg to about 50 mg/kg of body weight~~.~~,

with the proviso that the compound does not have the following structure:

or .

2. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 50 mg/kg of body weight.

3. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 40 mg/kg of body weight.

4. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 40 mg/kg of body weight.

5. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 30 mg/kg of body weight.

6. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 5 mg/kg to about 30 mg/kg of body weight.

7. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 30 mg/kg of body weight.

8. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 20 mg/kg of body weight.

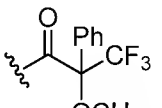
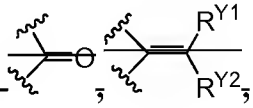
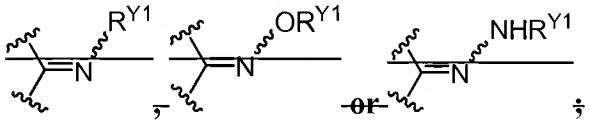
9. **(ORIGINAL)** The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 20 mg/kg of body weight.

10. **(ORIGINAL)** The composition of claim 1, wherein the dosage is 10 mg/kg or greater of body weight.

11. **(CURRENTLY AMENDED)** The composition of claim 1, wherein:

$\mathbf{R_1}$ and $\mathbf{R_2}$ are each independently hydrogen or substituted or unsubstituted lower alkyl; ~~**or R_1 and R_2, taken together with the carbon atoms to which they are attached, form an epoxide, an aziridine or a substituted or unsubstituted cyclopropyl moiety;**~~

R_3 is hydrogen, or substituted or unsubstituted lower alkyl ~~or aryl~~; ~~a prodrug moiety or an oxygen protecting group;~~

R_4 is **hydrogen,** halogen,–OR^{4A}, -OC(=O)R^{4A} **oxo,** -OC(=O)R^{4A},  or -$NR^{4A}R^{4B}$; wherein R^{4A} and R^{4B} are independently hydrogen, or substituted or unsubstituted lower alkyl **or lower alkoxy;** ~~a prodrug moiety,~~ a nitrogen protecting group or an oxygen protecting group; ~~or R^{4A} and R^{4B}, taken together with the nitrogen atom to which they are attached, form a heterocyclic or heteroaryl moiety; or R_4, taken together with the carbon atom to which it is attached forms a moiety having the structure:~~  ~~,~~  ~~or~~ ~~;~~

R_5 and R_6 are each independently hydrogen or substituted or unsubstituted lower alkyl; ~~or R_6 and R_e, taken together with the carbon atoms to which they are attached, form an epoxide, an aziridine or a substituted or unsubstituted cyclopropyl moiety;~~

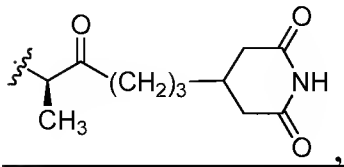
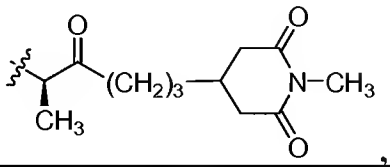
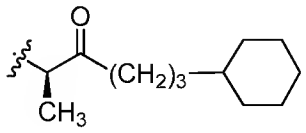
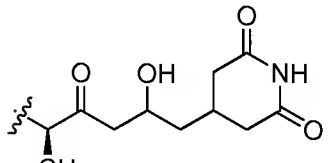
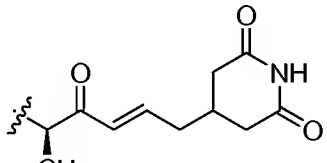
R_a and each occurrence of R_b **and Rc** are independently hydrogen~~, halogen, alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety, or $-WR^{a1}$; wherein W is independently –O–, –S– or $–NR^{a3}$–, wherein each occurrence of R^{a1}, and R^{a3} is independently hydrogen, or an alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety; or R_a and the adjacent occurrence of R_b, taken together, form an epoxide, an aziridine or a substituted or unsubstituted cyclopropyl moiety~~;

~~R_e is hydrogen, halogen, alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety, or $–WR^{e1}$; wherein W is independently –O–, –S– or $–NR^{e3}$–, wherein each occurrence of R^{e1} and R^{e3} is independently hydrogen, or an alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety; or R_e and R_6, taken together with the carbon atoms to which they are attached, form an epoxide, an aziridine or a substituted or unsubstituted cyclopropyl moiety~~;

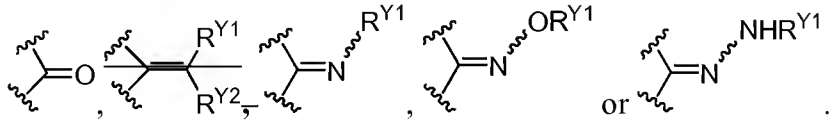
n is **3** ~~an integer from 1 to 5~~;

$\mathbf{X_1}$ is O, ~~S,~~ NR^{X1} or $CR^{X1}R^{X2}$; wherein R^{X1} and R^{X2} are independently hydrogen~~, halogen, substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl, or a nitrogen protecting group~~;

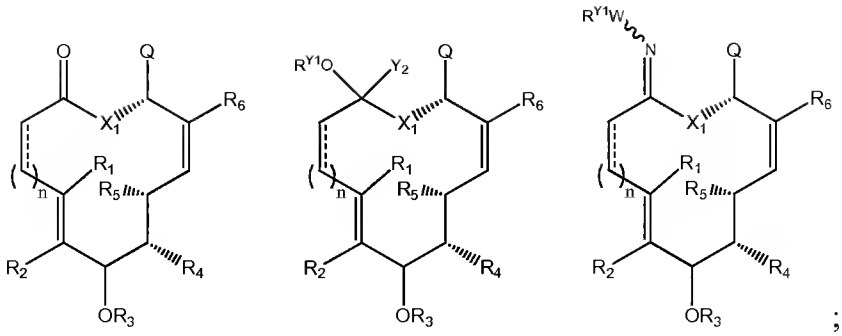
Q is hydrogen**, lower alkyl,**

or –CH(CH$_3$)C(O)CH$_3$; ~~halogen, –CN, –S(O)$_{1-2}$R^{Q1}, –NO$_2$, –COR^{Q1}, –CO$_2$R^{Q1}, –NR^{Q1}C(=O)R^{Q2}, –NR^{Q1}C(=O)OR^{Q2}, –CONR^{Q1}R^{Q2}, an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety, or –WR^{Q1}; wherein W is independently –O–, –S– or –NR^{Q3}–, wherein each occurrence of R^{Q1}, R^{Q2} and R^{Q3} is independently hydrogen, or an aliphatic, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety;~~ and

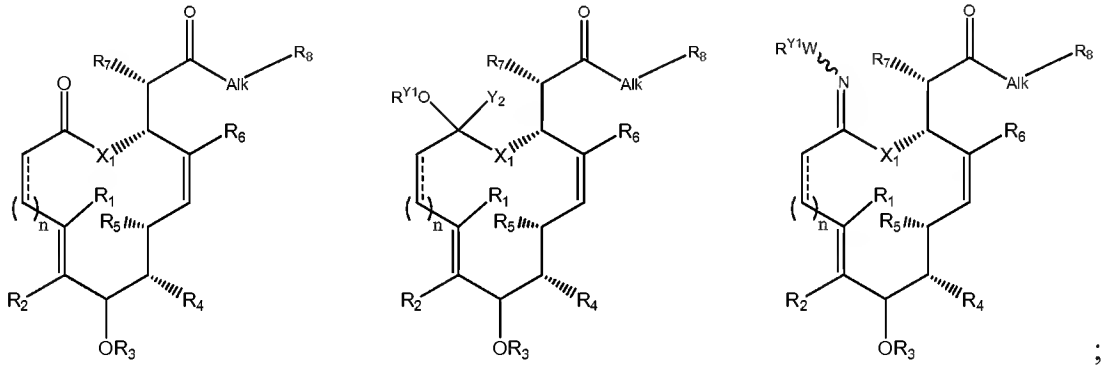
$\mathbf{Y_1}$ and $\mathbf{Y_2}$ are independently hydrogen, **lower alkyl, or CF$_3$;** ~~an alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety;~~ or $-WR^{Y1}$; wherein W is independently -O-, ~~–S–~~ or $-NR^{Y2}$-, wherein each occurrence of R^{Y1} and R^{Y2} is independently hydrogen, or an alkyl, ~~heteroalkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety;~~ or $\mathbf{Y_1}$ and $\mathbf{Y_2}$ together with the carbon atom to which they are attached form a moiety having the structure:  .

12. **(CURRENTLY AMENDED)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, and the compound has one of the following structures:



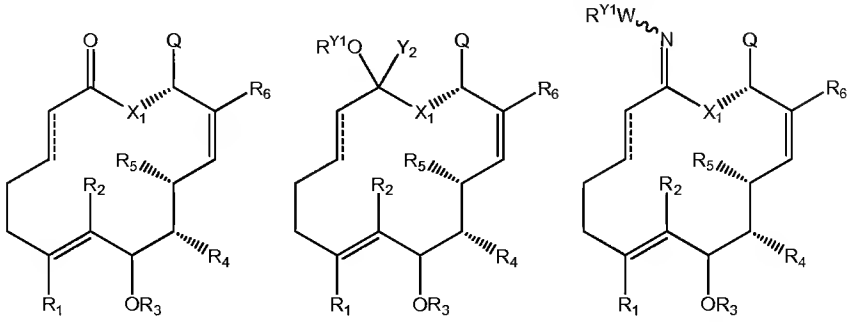
wherein R_1-R_6, Y_2, X_1, n and Q are as defined in claim 1; W is O or NH; and R^{Y1} is hydrogen, or an aliphatic, heteroaliphatic, ~~alicyclic, heteroalicyclic, aryl or heteroaryl moiety~~.

13. **(CURRENTLY AMENDED)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, Q is a carbonyl-containing moiety and the compound has one of the following structures:



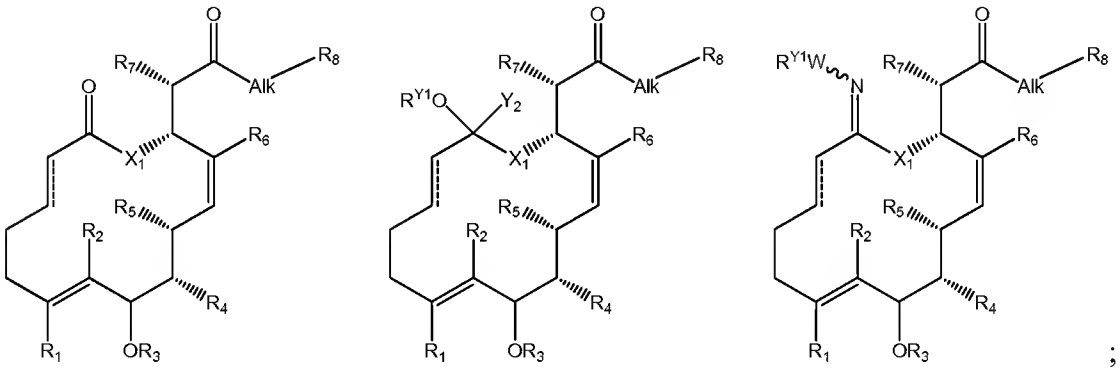
wherein R_1-R_6, Y_2, X_1, and n are as defined in claim 1; W is O or NH; and R^{Y1} is hydrogen, or an aliphatic, heteroaliphatic, ~~alicyclic, heteroalicyclic, aryl or heteroaryl moiety~~; R_7 is a substituted or unsubstituted lower alkyl or heteroalkyl moiety; R_8 is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, ~~aryl or heteroaryl moiety~~; and Alk is a substituted or unsubstituted C_{0-6} ~~alkylidene~~ alkylenyl or C_{0-6} ~~alkenylidene~~ alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, ~~CO_2, COCO, $CONR^{Z1}$, $OCONR^{Z1}$, $NR^{Z1}NR^{Z2}$, $NR^{Z1}NR^{Z2}CO$, $NR^{Z1}CO$, $NR^{Z1}CO_2$, $NR^{Z1}CONR^{Z2}$, SO, SO_2, $NR^{Z1}SO_2$, SO_2NR^{Z1}, $NR^{Z1}SO_2NR^{Z2}$,~~ O, ~~S, or~~ NR^{Z1} ~~; wherein each occurrence of~~ R^{Z1} ~~and~~ R^{Z2} is independently hydrogen, ~~or~~ alkyl, ~~heteroalkyl, aryl, heteroaryl or acyl~~.

14. **(CURRENTLY AMENDED)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, n is 3 and the compound has one of the following structures:



wherein R_1-R_6, Y_2, Q and X_1 are as defined in claim 1; W is O or NH; and R^{Y1} is hydrogen, or an aliphatic, heteroaliphatic, ~~alicyclic, heteroalicyclic, aryl or heteroaryl moiety~~.

15. **(CURRENTLY AMENDED)** The composition of claim 1, wherein R_a, R_b and R_c are each hydrogen, n is 3, Q is a carbonyl-containing moiety, and the compound has one of the following structures:



;

wherein R_1-R_6, X_1 and Y_2 are as defined in claim 1; W is O or NH; R^{Y1} is hydrogen, or an aliphatic, heteroaliphatic, ~~alicyclic, heteroalicyclic, aryl or heteroaryl moiety;~~ R_7 is a substituted or unsubstituted lower alkyl or heteroalkyl moiety; R_8 is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl~~, aryl or heteroaryl moiety~~; and Alk is a substituted or unsubstituted C_{0-6}~~alkylidene~~**alkylenyl** or C_{0-6}~~alkenylidene~~ **alkenylenyl** chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, ~~CO_2, COCO, $CONR^{Z1}$, $OCONR^{Z1}$, $NR^{Z1}NR^{Z2}$, $NR^{Z1}NR^{Z2}CO$, $NR^{Z1}CO$, $NR^{Z1}CO_2$, $NR^{Z1}CONR^{Z2}$, SO, SO_2, $NR^{Z1}SO_2$, SO_2NR^{Z1}, $NR^{Z1}SO_2NR^{Z2}$~~, O, ~~S, or~~ NR^{Z1}~~; wherein each occurrence of~~ R^{Z1} ~~and R^{Z2}~~ is independently hydrogen, **or** alkyl, ~~heteroalkyl, aryl, heteroaryl~~

~~or acyl;~~ and R_8 is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, ~~aryl or heteroaryl moiety~~.

16. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_1 and R_2 are each hydrogen.

17. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_5 and R_6 are each methyl.

18. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_3 is lower alkyl.

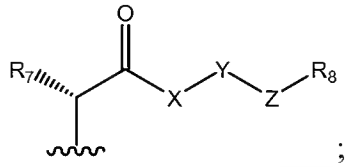
19. **(ORIGINAL)** The composition of claim 18, wherein R_3 is methyl.

20. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R_4 is OH, NH_2 or halogen.

21. **(ORIGINAL)** The composition of claim 13 or 15, wherein R_7 is lower alkyl.

22. **(ORIGINAL)** The composition of claim 21, wherein R_7 is methyl.

23. **(CURRENTLY AMENDED)** The composition of claim 1, wherein Q has the structure:

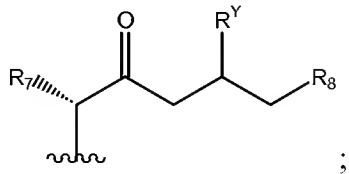


;

wherein R_7 is a substituted or unsubstituted, ~~linear or branched, cyclic or acyclic~~ lower alkyl ~~moiety~~; R_8 is a substituted or unsubstituted carbocyclic, **or** heterocyclic~~, aryl or heteroaryl moiety~~; and X, Y and Z are independently a bond, -O-, ~~-S-,~~ -C(=O)-, $-NR^{Z1}$-, $-CHOR^{Z1}$, ~~$-CHNR^{Z1}R^{Z2}$, C=S, C=N(R^{Y1}) or CH(Hal);~~ or a substituted or unsubstituted C_{0-6} ~~alkylidene~~**alkylenyl** or C_{0-6}~~alkenylidene~~ **alkenylenyl** wherein up to two non-adjacent methylene units are independently optionally replaced by CO, ~~CO_2, COCO, $CONR^{Z1}$, $OCONR^{Z1}$, $NR^{Z1}NR^{Z2}$, $NR^{Z1}NR^{Z2}CO$, $NR^{Z1}CO$, $NR^{Z1}CO_2$, $NR^{Z1}CONR^{Z2}$, SO, SO_2,~~

~~$NR^{Z1}SO_2$, SO_2NR^{Z1}, $NR^{Z1}SO_2NR^{Z2}$,~~ O, ~~S,~~ or NR^{Z1}~~; wherein Hal is a halogen selected from F, Cl, Br and I;~~ and each occurrence of R^{Z1} ~~and R^{Z2}~~ is ~~independently~~ hydrogen or ~~,~~ alkyl, ~~heteroalkyl, aryl, heteroaryl or acyl; or R^{Z1} and R^{Z2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety~~; and pharmaceutically acceptable derivatives thereof.

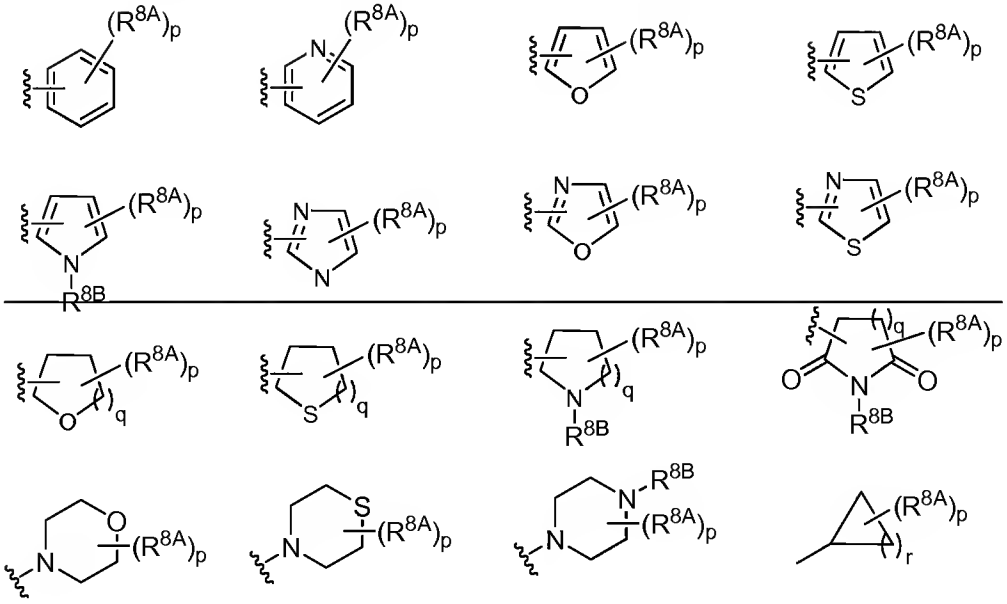
24. **(CURRENTLY AMENDED)** The composition of claim 23, wherein Q has the structure:

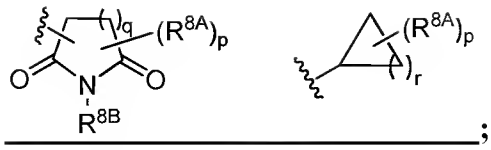


;

wherein R_7 is a substituted or unsubstituted~~, linear or branched, cyclic or acyclic~~ lower alkyl moiety; R_8 is a substituted or unsubstituted carbocyclic, **or** heterocyclic~~, aryl or heteroaryl moiety~~; and R^Y is hydrogen, ~~halogen,~~ $-OR^{Y1}$ ~~or $NR^{Y1}NR^{Y2}$~~; wherein R^{Y1} ~~and R^{Y2} are independently~~ **is** hydrogen, alkyl, **or** heteroalkyl, ~~aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety~~.

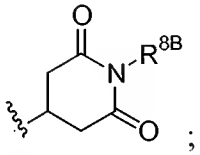
25. **(CURRENTLY AMENDED)** The composition claim 13, wherein R_8 is one of:





wherein p is an integer from 0 to 5; q is 1 or 2, r is an integer from 1 to 6; each occurrence of R^{8A} is independently hydrogen, ~~alkyl, heteroalkyl, aryl, heteroaryl, -(alkyl)aryl or -(alkyl)heteroaryl, $-OR^{8C}$, $-SR^{8C}$, $-N(R^{8C})_2$, $-SO_2N(R^{8C})_2$, $-(C=O)N(R^{8C})_2$, halogen, -CN, $-NO_2$, $-(C=O)OR^{8C}$, $-N(R^{8C})(C=O)R^{8D}$, wherein each occeurrence of R^{8C} and R^{8D} is independently hydrogen, lower alkyl, lower heteroalkyl, aryl, heteroaryl, -(alkyl)aryl or -(alkyl)heteroaryl;~~ and each occurrence of R^{8B} is independently hydrogen or lower alkyl.

26. **(ORIGINAL)** The composition of claim 25, wherein R_8 has the structure:



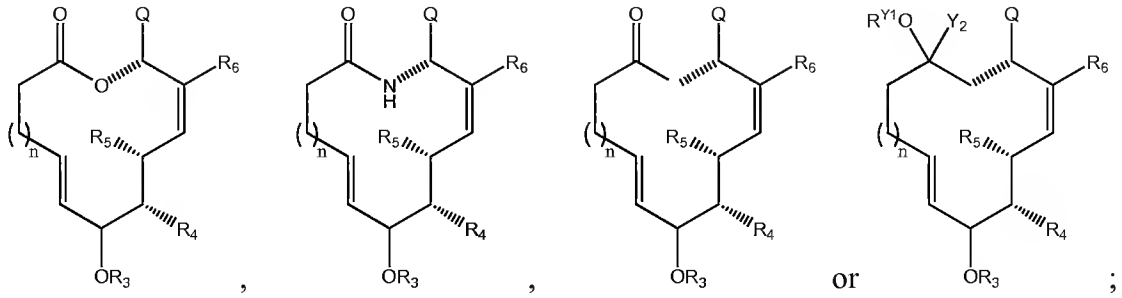
wherein R^{8B} is hydrogen or lower alkyl.

27. **(PREVIOUSLY PRESENTED)** The composition of claim 1 wherein n is 3.

28. **(PREVIOUSLY PRESENTED)** The composition of claim 12 wherein Y_1 is OR^{Y1} and Y_2 is lower alkyl; wherein R^{Y1} is hydrogen or lower alkyl.

29. **(ORIGINAL)** The composition of claim 28, wherein Y_1 is OH and Y_2 is CF_3.

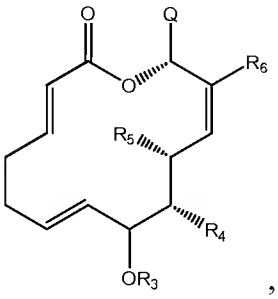
30. **(ORIGINAL)** The composition of claim 11 wherein R_a, R_b and R_c are each hydrogen, and the compound has one of the structures:

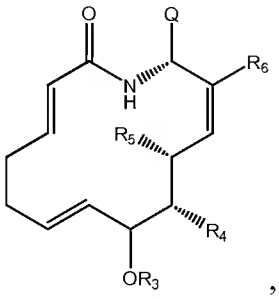


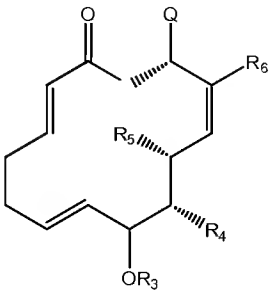
or pharmaceutically acceptable derivative thereof;

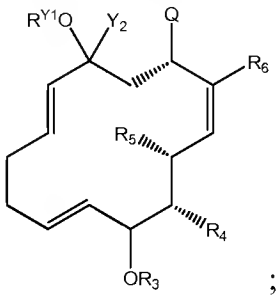
wherein R_3-R_6, n and Q are as defined in claim 1; and Y_2 and R^{Y1} are independently hydrogen or lower alkyl.

31. **(ORIGINAL)** The composition of claim 1 wherein the compound has the structure:



,


,


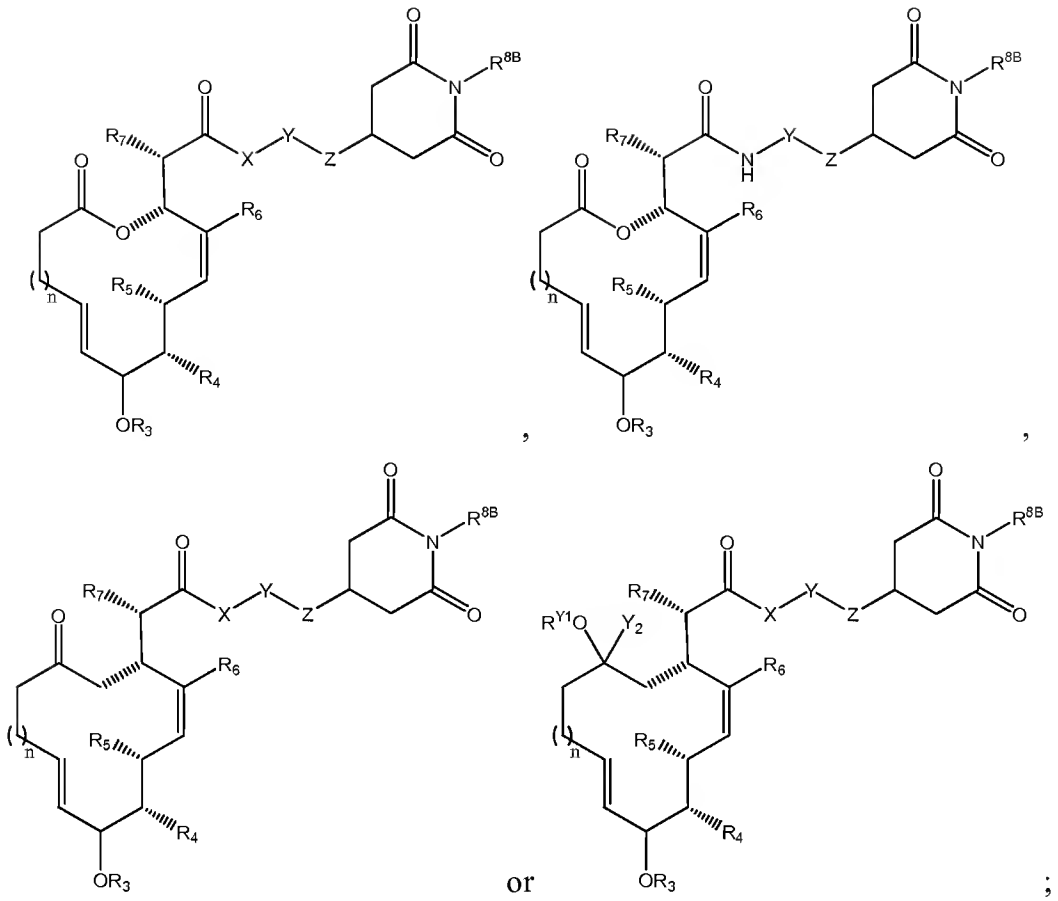
or


;

or pharmaceutically acceptable derivative thereof;

wherein R_3-R_6 and Q are as defined in claim 11; and Y_2 and R^{Y1} are independently hydrogen or lower alkyl.

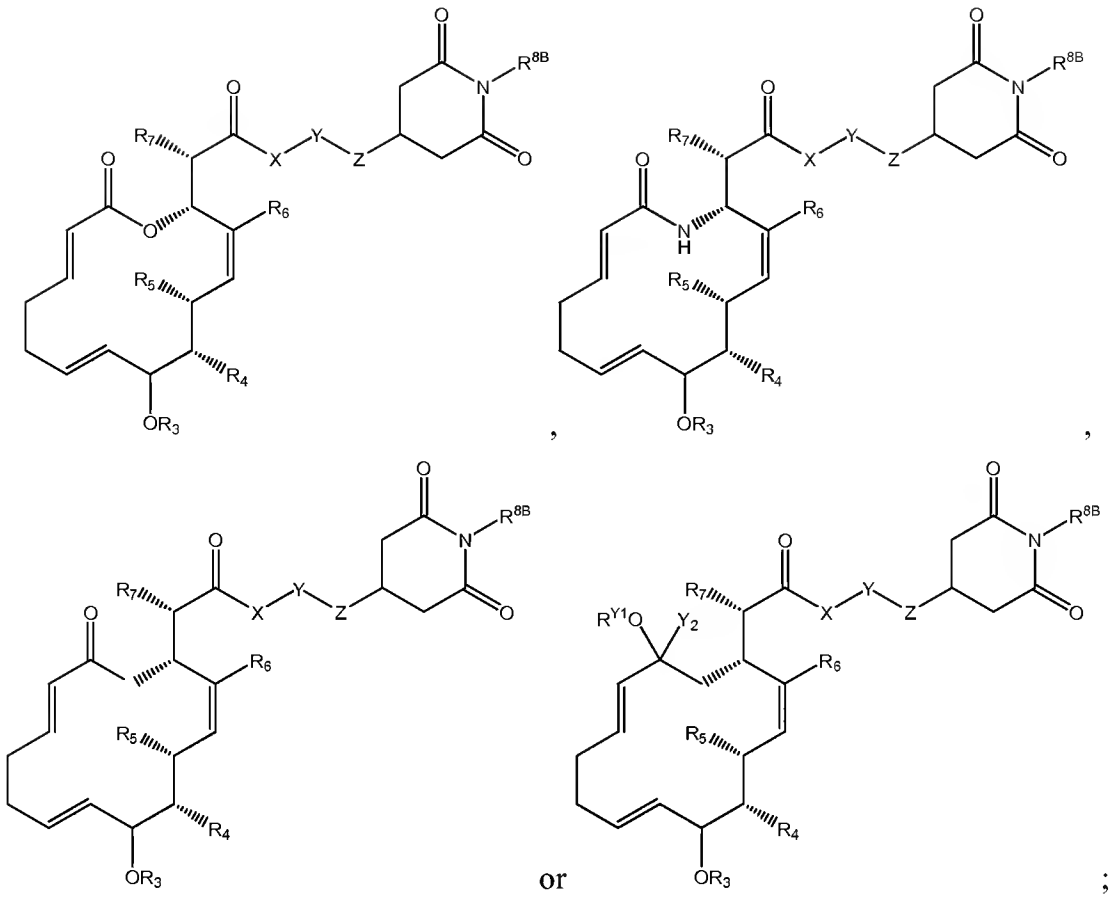
32. **(CURRENTLY AMENDED)** The composition of claim 11 wherein the compound has the structure:



or pharmaceutically acceptable derivative thereof;

wherein R_3-R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, ~~linear or branched, cyclic or acyclic~~ lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and X, Y and Z are independently a bond, -O-, ~~-S-,~~ -C(=O)-, -NR^{Z1}-, –$CHOR^{Z1}$, ~~$-CHNR^{Z1}R^{Z2}$, C=S, C=N(R^{Y1}) or CH(Hal)~~; or a substituted or unsubstituted C_{0-6} ~~alkylidene~~**alkylenyl** or C_{0-6} ~~alkenylidene~~ **alkenylenyl** chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, ~~CO_2, COCO, $CONR^{Z1}$, $OCONR^{Z1}$, $NR^{Z1}NR^{Z2}$, $NR^{Z1}NR^{Z2}CO$, $NR^{Z1}CO$, $NR^{Z1}CO_2$, $NR^{Z1}CONR^{Z2}$, SO, SO_2, $NR^{Z1}SO_2$, SO_2NR^{Z1}, $NR^{Z1}SO_2NR^{Z2}$,~~ O, ~~S,~~ or NR^{Z1}; ~~wherein Hal is a halogen selected from F, Cl, Br and I;~~ and ~~each occurrence of~~ R^{Z1} ~~and R^{Z2}~~ is ~~independently~~ hydrogen, **or** alkyl**.** ~~, heteroalkyl, aryl, heteroaryl or acyl; or R^{Z1} and R^{Z2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.~~

33. **(CURRENTLY AMENDED)** The composition of claim 11 wherein the compound has the structure:



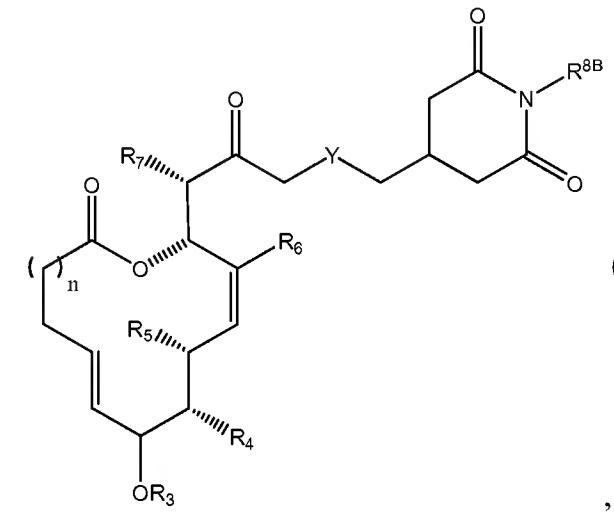
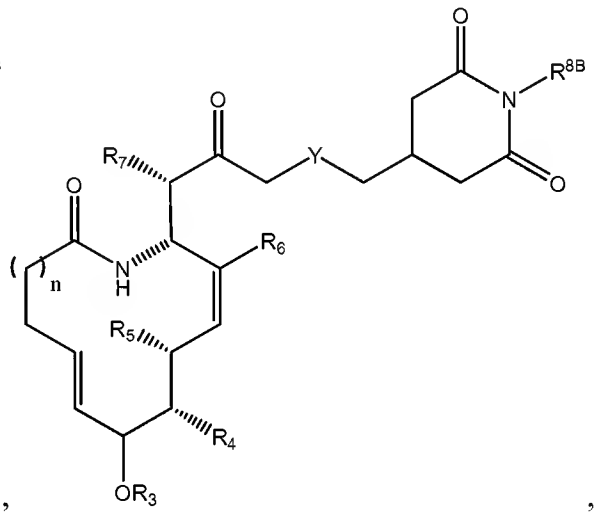
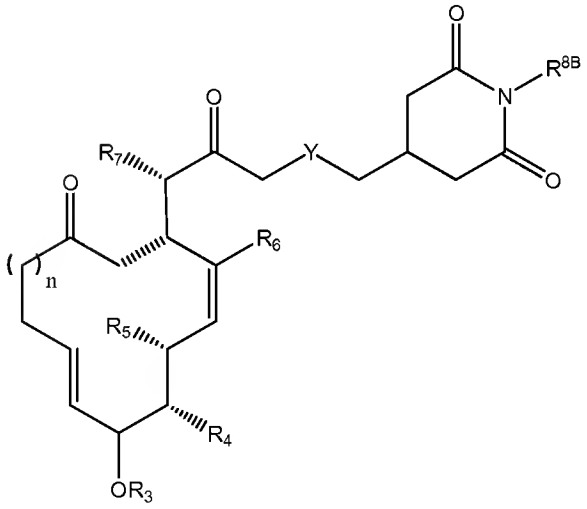
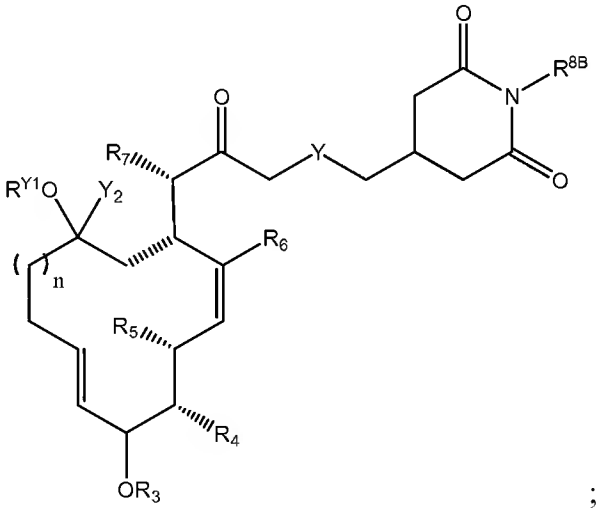
or pharmaceutically acceptable derivative thereof;

wherein R_3-R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, ~~linear or branched, cyclic or acyclic cyclic or acyclic~~ lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and X, Y and Z are independently a bond, -O-, ~~-S-,~~ -C(=O)-, -NR^{Z1}-, **or** –$CHOR^{Z1}$, ~~-CHNR^{Z1}R^{Z2}, C=S, C=N(R^{Y1}) or CH(Hal)~~; or a substituted or unsubstituted C_{0-6} ~~alkylidene~~**alkylenyl** or C_{0-6} ~~alkenylidene~~ **alkenylenyl** chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, ~~CO_2, COCO, $CONR^{Z1}$, $OCONR^{Z1}$, $NR^{Z1}NR^{Z2}$, $NR^{Z1}NR^{Z2}CO$, $NR^{Z1}CO$, $NR^{Z1}CO_2$, $NR^{Z1}CONR^{Z2}$, SO, SO_2, $NR^{Z1}SO_2$, SO_2NR^{Z1}, $NR^{Z1}SO_2NR^{Z2}$,~~ O, ~~S,~~ or NR^{Z1}; ~~wherein Hal is a halogen selected from F, Cl, Br and I;~~ and ~~each occurrence of~~ R^{Z1} ~~and R^{Z2}~~ is ~~independently~~ hydrogen~~,~~ **or** alkyl, ~~heteroalkyl, aryl, heteroaryl or acyl; or R^{Z1} and R^{Z2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety~~.

34. **(CURRENTLY AMENDED)** The composition of claim 32 or 33, wherein –X-Y-Z together represents the moiety –CH_2-Y-CH_2-; wherein Y is –$CHOR^{Y1}$~~, -CHNR^{Y1}R^{Y2},~~ **or** C=O, ~~C=S,~~

~~C=N(R^{Y1}) or CH(Hal); wherein Hal is a halogen selected from F, Cl, Br and I~~; and R^{Y1} and R^{Y2} are independently hydrogen~~,~~ **or** alkyl, ~~heteroalkyl, aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety~~.

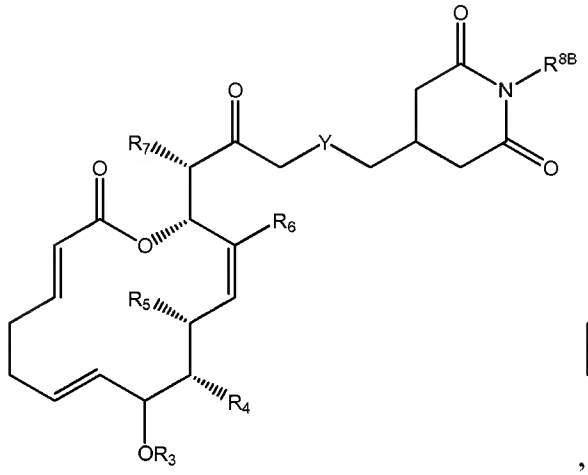
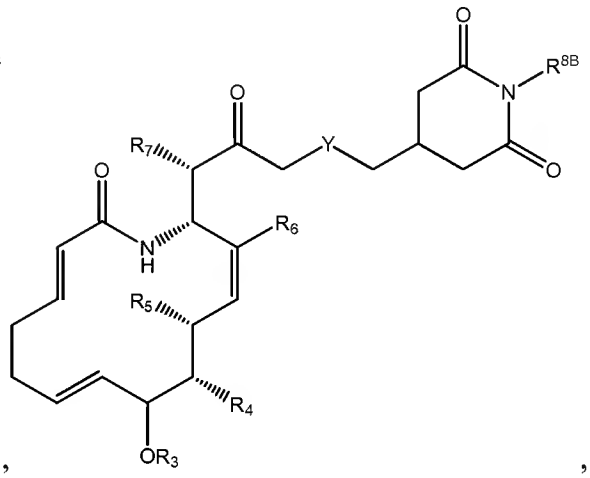
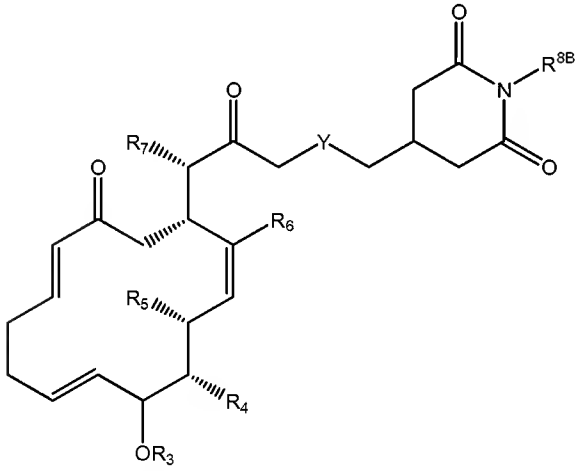
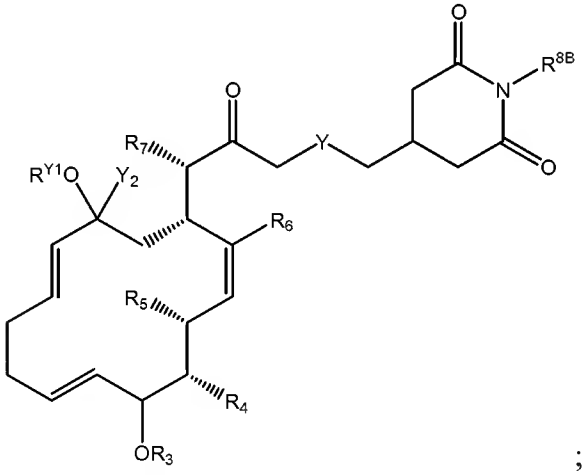
35. **(CURRENTLY AMENDED)** The composition of claim 11 wherein the compound has the structure:


,

,

or

;

wherein R_3-R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, ~~linear or branched, cyclic or acyclic~~ lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and Y is –CHOR^{Y1}, ~~-CHN$R^{Y1}R^{Y2}$~~, **or** C=O, ~~C=S, C=N(R^{Y1}) or CH(Hal); wherein Hal is a halogen selected from F, Cl, Br and I~~; and R^{Y1} ~~and R^{Y2} are independently~~ **is** hydrogen, alkyl, **or** heteroalkyl, ~~aryl, heteroaryl or acyl, or R^{Y1} and~~

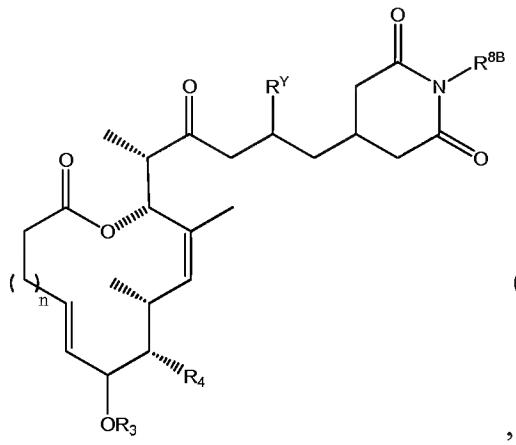
~~R^{Y2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety~~.

36. **(CURRENTLY AMENDED)** The composition of claim 11 wherein the compound has the structure:


,

,

or

;

wherein R_3-R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, ~~linear or branched, cyclic or acyclic~~ lower alkyl moiety; R^{8B} is hydrogen or lower alkyl; and Y is –CHOR^{Y1}, ~~-CHNR^{Y1}R^{Y2};~~ or C=O~~;, C=S, C=N(R^{Y1}) or CH(Hal); wherein Hal is a halogen selected from F, Cl, Br and I;~~ and R^{Y1} ~~and R^{Y2} are independently~~ is hydrogen, alkyl, or heteroalkyl~~., aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety~~.

37. **(CURRENTLY AMENDED)** The composition of claim 11 wherein the compound has the structure: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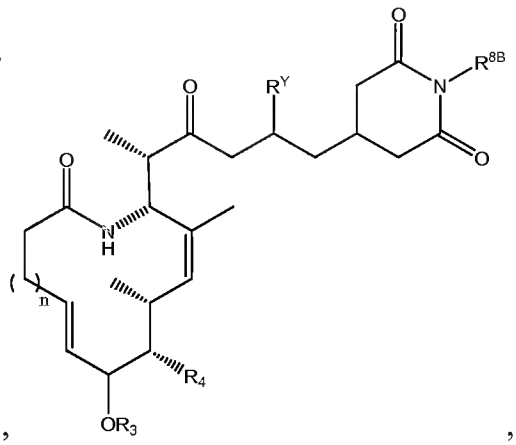
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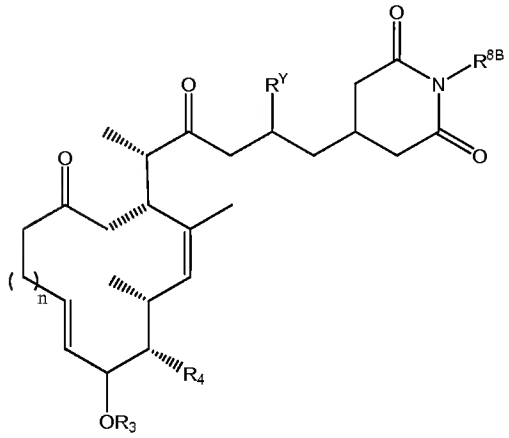
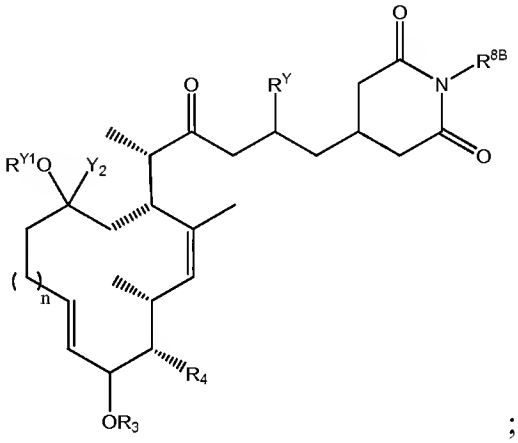
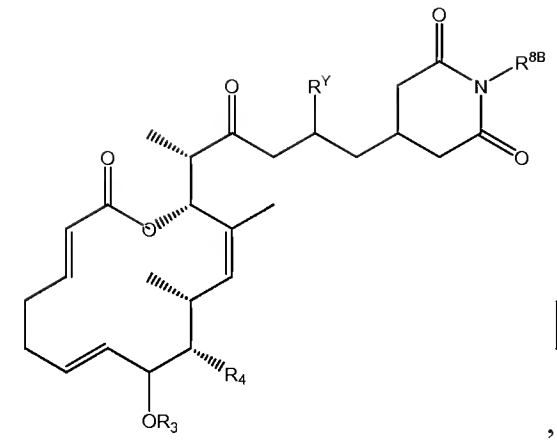

or

;

wherein n, R_3 and R_4 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R^{8B} is hydrogen or lower alkyl; and R^Y is hydrogen, ~~**halogen,**~~ **or** -OR^{Y1} ~~**or —NR^{Y1}NR^{Y2}**~~; wherein R^{Y1} ~~**and R^{Y2} are independently**~~ **is** hydrogen, alkyl, **or** heteroalkyl, ~~**aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety.**~~

38. **(CURRENTLY AMENDED)** The composition of claim 11 wherein the compound has the structure: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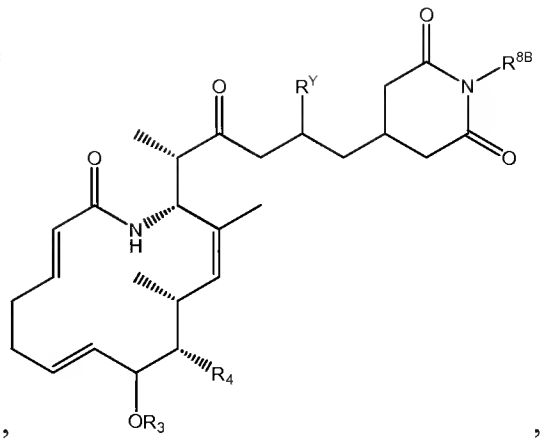
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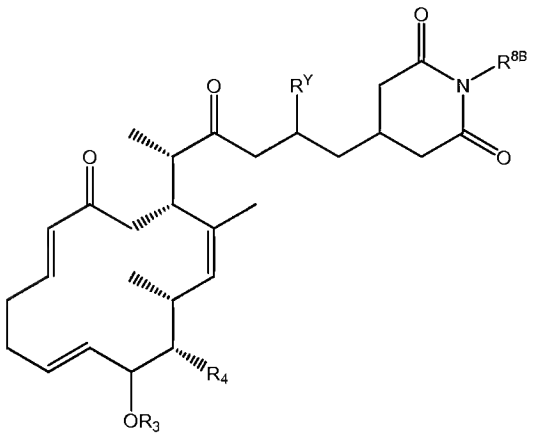
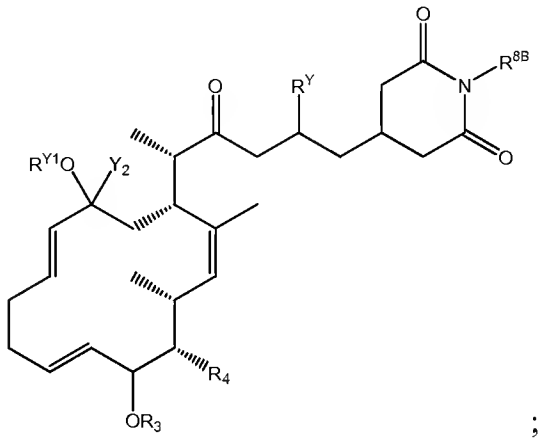
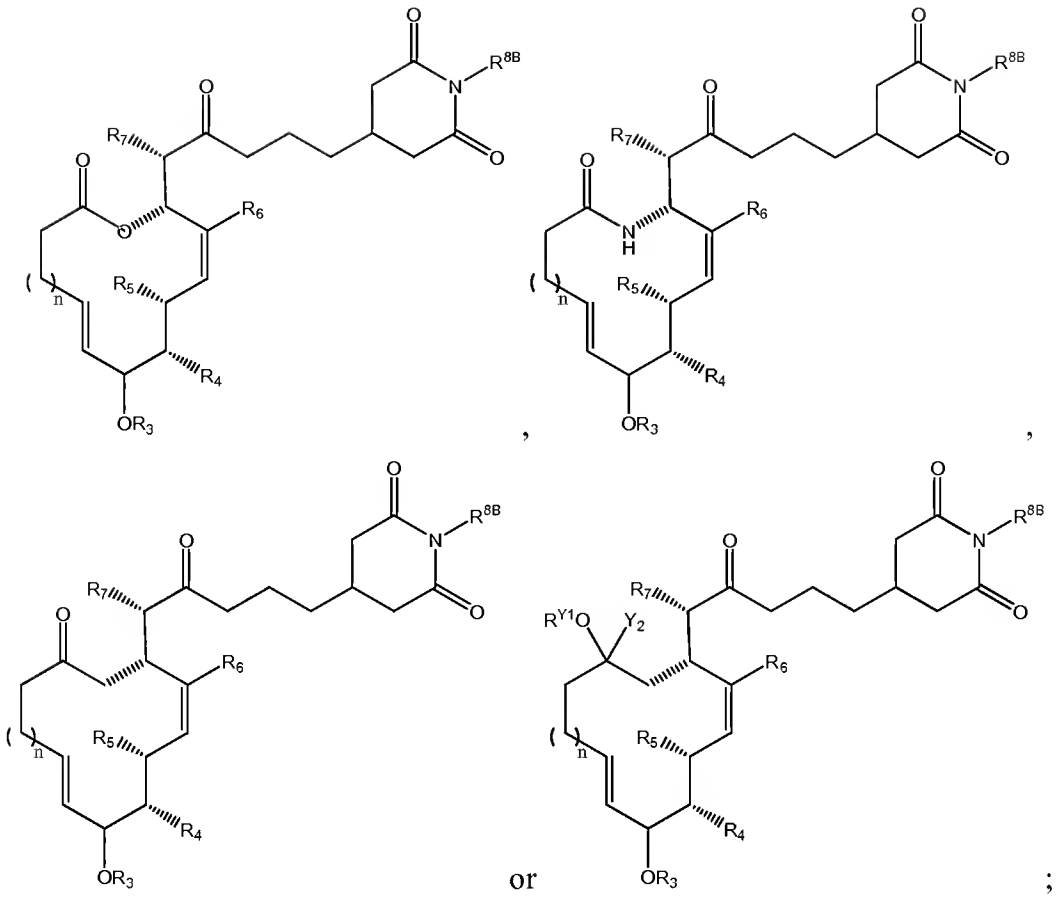

or

;

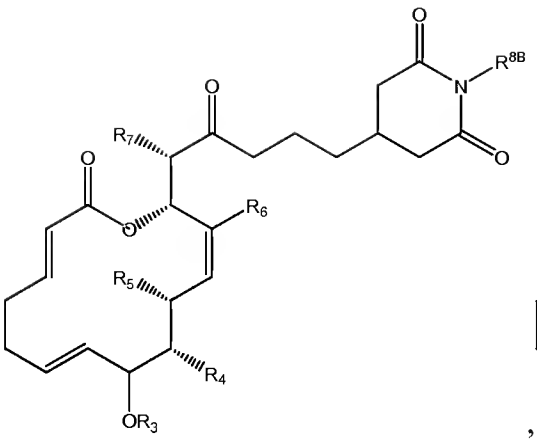
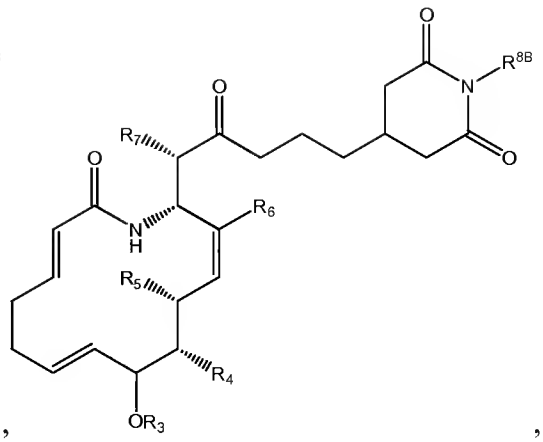
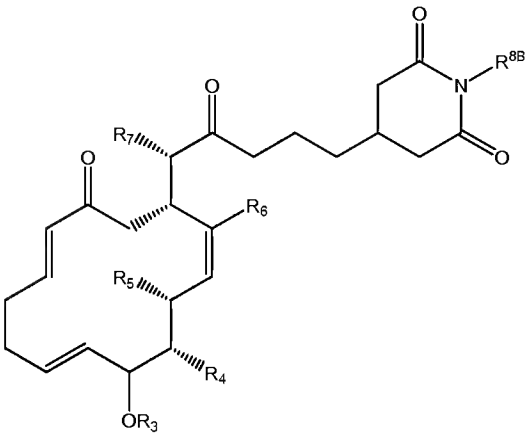
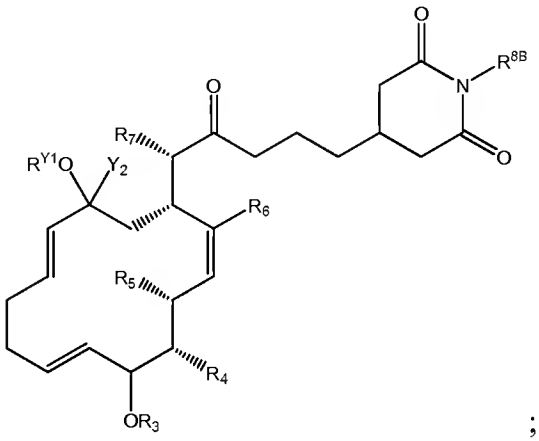
wherein R_3 and R_4 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R^{8B} is hydrogen or lower alkyl; and R^Y is hydrogen, ~~halogen,~~ or -OR^{Y1} ~~or —$NR^{Y1}NR^{Y2}$~~; wherein R^{Y1} ~~and R^{Y2} are independently~~ is hydrogen, alkyl, or heteroalkyl~~, aryl, heteroaryl or acyl, or R^{Y1} and R^{Y2}, taken together with the nitrogen atom to which they are attached, for a heterocyclic or heteroaryl moiety~~.

39. **(CURRENTLY AMENDED)** The composition of claim 11 wherein the compound has the structure:



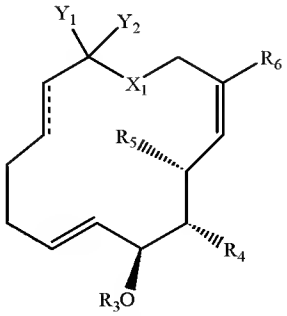
wherein R_3-R_6 and n are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, ~~**linear or branched, cyclic or acyclic**~~ lower alkyl moiety; and R^{8B} is hydrogen or lower alkyl.

40. **(CURRENTLY AMENDED)** The composition of claim 11 wherein the compound has the structure:

wherein R_3-R_6 are as defined in claim 11; Y_2 and R^{Y1} are independently hydrogen or lower alkyl; R_7 is a substituted or unsubstituted, ~~linear or branched, cyclic or acyclic~~ lower alkyl moiety; and R^{8B} is hydrogen or lower alkyl.

41. **(ORIGINAL)** The composition of claim 11 wherein the compound has the following structure:



or a pharmaceutically acceptable salt thereof;

wherein X_1 is CH_2, NH or O;

Y_1 and Y_2 are independently OH, $C(R^{Y1})_3$ or Y_1 and Y_2 taken together with the carbon atom to which they are attached are –C=O, wherein R^{Y1} is halo;

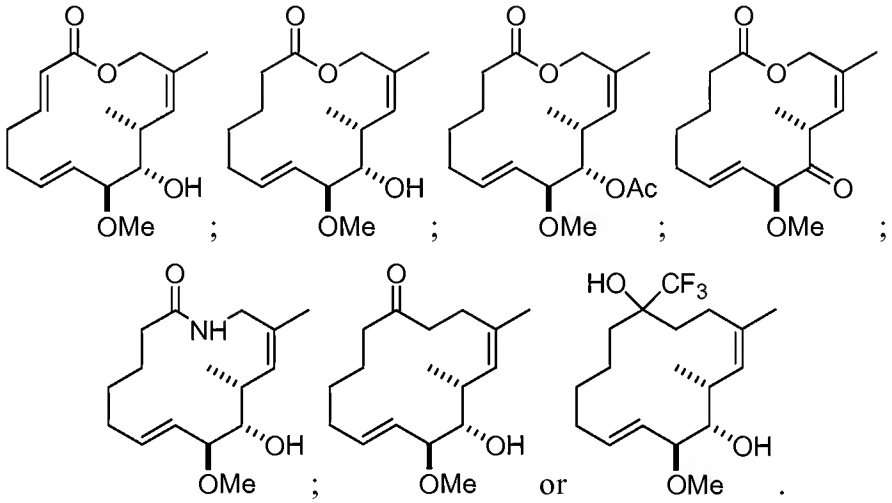
R_6 is H or lower alkyl;

R_5 is H or lower alkyl;

R_4 is OH; and

R_3 is alkyl.

42. **(ORIGINAL)** The composition of claim 41 wherein the compound has one of the following structures:



43. **(ORIGINAL)** The composition of claim 1, wherein the compound is present in an amount effective to inhibit metastasis of tumor cells.

44. **(ORIGINAL)** The composition of claim 1, wherein the compound is present in an amount effective to inhibit angiogenesis.

45. **(ORIGINAL)** The composition of claim 1, further comprising a cytotoxic agent.

46. **(ORIGINAL)** The composition of claim 45, wherein the cytotoxic agent is an anticancer agent.

47. **(ORIGINAL)** The composition of claim 1, further comprising a palliative agent.

48. **(ORIGINAL)** A method for treating breast tumor metastasis in a subject comprising:

administering to a subject in need thereof a therapeutically effective amount of the composition of claim 1.

49. **(ORIGINAL)** The method of claim 48, wherein the dosage is between about 1 mg/kg to about 50 mg/kg of body weight.

50. **(ORIGINAL)** The method of claim 48, wherein the dosage is between about 0.1 mg/kg to about 40 mg/kg of body weight.

51. **(ORIGINAL)** The method of claim 48, wherein the dosage is between about 1 mg/kg to about 40 mg/kg of body weight.

52. **(ORIGINAL)** The method of claim 48, wherein the dosage is between about 0.1 mg/kg to about 30 mg/kg of body weight.

53. **(ORIGINAL)** The method of claim 48, wherein the dosage is between about 1 mg/kg to about 30 mg/kg of body weight.

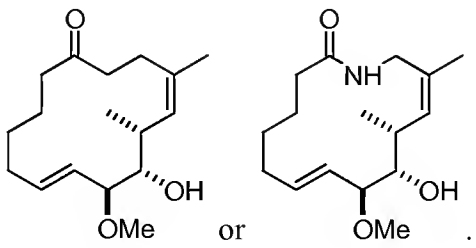
54. **(ORIGINAL)** The method of claim 48, wherein the dosage is between about 5 mg/kg to about 30 mg/kg of body weight.

55. **(ORIGINAL)** The method of claim 48, wherein the dosage is between about 0.1 mg/kg to about 20 mg/kg of body weight.

56. **(ORIGINAL)** The method of claim 48, wherein the dosage is between about 1 mg/kg to about 20 mg/kg of body weight.

57. **(ORIGINAL)** The method of claim 48, wherein the dosage is 10 mg/kg or greater of body weight.

58. **(ORIGINAL)** The method of claim 48 wherein in the composition, the compound has one of the following structures:



59. **(ORIGINAL)** The method of claim 58, wherein the composition is administered at a dosage between about 10 mg/kg to about 20 mg/kg of body weight.

60. **(ORIGINAL)** The method of claim 48, further comprising administering a cytotoxic agent.

61. **(ORIGINAL)** The method of claim 60, wherein the cytotoxic agent is an anticancer agent.

62. **(ORIGINAL)** The method of claim 48, further comprising administering a palliative agent.